

RECORDATION NO. 23779 FILED

DEC 20 '01 4:17 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
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SUITE 200  
WASHINGTON, D.C.  
20006-2973  
(202) 393-2266  
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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

December 20, 2001

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of an Memorandum of Mortgage, dated as of December 20, 2001, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Debtor: The Grand Leasing Partnership, LLP  
c/o Railroad Leasing Limited  
Queensgate House  
South Church Street  
Georgetown, Grand Cayman  
Cayman Islands

Secured Party: Lombard North Central plc  
Corporate Finance Division  
No. 2 Waterhouse Square  
138-142 Holborn  
London EC1N 2TH

Mr. Vernon A. Williams  
December 20, 2001  
Page Two

A description of the railroad equipment covered by the enclosed document is:

The railcars bearing CSWX, WCRC, EDEX, NORX, BCAX, CEFX, LCEX, ATW, BNSF reporting marks (and the leases related thereto) as attached hereto.

A short summary of the document to appear in the index follows:

Memorandum of Mortgage

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

23779

DEC 20 '01

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SURFACE TRANSPORTATION BOARD

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DEC 20 '01

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF MORTGAGE

RECORDATION NO. 23779

Memorandum of Mortgage, made and entered into as of December 20, 2001 by THE GRAND LEASING PARTNERSHIP, LLP (the "Debtor") in favor of LOMBARD NORTH CENTRAL plc, as Indenture Trustee under the Trust Indenture referred to below (together with its successors and permitted assigns, the "Indenture Trustee"). Terms used in this instrument have the meanings assigned thereto in the Trust Indenture and Security Agreement (U.S. Intol Rail III) dated as of December 20, 2001 among the Debtor, the Indenture Trustee, Funk Limited, Silentdale Limited, Railroad Leasing Limited, Lloyds TSB Leasing Limited and The Royal Bank of Scotland plc, New York Branch.

WITNESSETH:

The undersigned has entered into the Trust Indenture, by which it has granted a first priority security interest in certain railroad equipment bearing reporting marks and road numbers as listed on Exhibit A attached hereto and in each lease referred to on Exhibit B attached hereto to the Indenture Trustee in order to secure the obligations as described in the Trust Indenture.

\* \* \*

[Memorandum of Mortgage]

**IN WITNESS WHEREOF**, the Debtor has caused this memorandum to be duly executed by its officer duly authorized as of the date and year first above written.

**THE GRAND LEASING PARTNERSHIP,  
LLP,**  
by **Railroad Leasing Limited**, its general  
partner

By: 

Name: Michael Lypka  
Title: Attorney-in-fact

State of New York       )  
                                      )  
County of New York     )

On this, the 17<sup>th</sup> day of December, 2001, before me, a Notary Public in and for said County and State, personally appeared Michael Lypka, Attorney-in-fact of Railroad Leasing Limited, who acknowledged himself to be a duly authorized officer of the General Partner of The Grand Leasing Partnership, LLP, and that, as such officer, being authorized to do so, he executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name: Patricia A. Wages  
Notary Public

My Commission Expires:

PATRICIA A. WAGES  
Notary Public, State of New York  
No. 01WA8051049  
Qualified in Queens County  
Commission Expires November 13, 2012

### Units

[illegible]

Central Power and Light Company

CSWX

7419

[illegible]



[illegible]

<u>Lessee Name</u>	<u>Car Mark</u>	<u>Car Number</u>
Union Pacific Railway Company	WCRC	3058
Union Pacific Railway Company	WCRC	3059
Union Pacific Railway Company	WCRC	3060
Union Pacific Railway Company	WCRC	3061
Union Pacific Railway Company	WCRC	3062
Union Pacific Railway Company	WCRC	3063
Union Pacific Railway Company	WCRC	3064
Union Pacific Railway Company	WCRC	3065
Union Pacific Railway Company	WCRC	3066
Union Pacific Railway Company	WCRC	3067
Union Pacific Railway Company	WCRC	3068
Union Pacific Railway Company	WCRC	3069
Union Pacific Railway Company	WCRC	3070
Union Pacific Railway Company	WCRC	3071
Union Pacific Railway Company	WCRC	3072
Union Pacific Railway Company	WCRC	3073
Union Pacific Railway Company	WCRC	3074
Union Pacific Railway Company	WCRC	3075
Union Pacific Railway Company	WCRC	3076
Union Pacific Railway Company	WCRC	3077
Union Pacific Railway Company	WCRC	3078
Union Pacific Railway Company	WCRC	3079
Union Pacific Railway Company	WCRC	3080
Union Pacific Railway Company	WCRC	3081
Union Pacific Railway Company	WCRC	3082
Union Pacific Railway Company	WCRC	3084
Union Pacific Railway Company	WCRC	3085
Union Pacific Railway Company	WCRC	3086
Union Pacific Railway Company	WCRC	3087
Union Pacific Railway Company	WCRC	3088
Union Pacific Railway Company	WCRC	3089
Union Pacific Railway Company	WCRC	3090
Union Pacific Railway Company	WCRC	3091
Union Pacific Railway Company	WCRC	3092
Union Pacific Railway Company	WCRC	3093
Union Pacific Railway Company	WCRC	3094
Union Pacific Railway Company	WCRC	3095
Union Pacific Railway Company	WCRC	3096
Union Pacific Railway Company	WCRC	3097
Union Pacific Railway Company	WCRC	3098
Union Pacific Railway Company	WCRC	3099
Union Pacific Railway Company	WCRC	3100
Union Pacific Railway Company	WCRC	3101
Union Pacific Railway Company	WCRC	3102
Union Pacific Railway Company	WCRC	3103
Union Pacific Railway Company	WCRC	3104
Union Pacific Railway Company	WCRC	3105
Union Pacific Railway Company	WCRC	3106
Union Pacific Railway Company	WCRC	3107
Union Pacific Railway Company	WCRC	3108
Union Pacific Railway Company	WCRC	3109
Union Pacific Railway Company	WCRC	3110
Union Pacific Railway Company	WCRC	3111
Union Pacific Railway Company	WCRC	3112
Union Pacific Railway Company	WCRC	3113
Union Pacific Railway Company	WCRC	3114
Union Pacific Railway Company	WCRC	3115
Union Pacific Railway Company	WCRC	3116
Union Pacific Railway Company	WCRC	3117

<u>Lessee Name</u>	<u>Car Mark</u>	<u>Car Number</u>
Union Pacific Railway Company	WCRC	3118
Union Pacific Railway Company	WCRC	3119
Union Pacific Railway Company	WCRC	3120
Union Pacific Railway Company	WCRC	3121
Union Pacific Railway Company	WCRC	3122
Union Pacific Railway Company	WCRC	3123
Union Pacific Railway Company	WCRC	3124
Union Pacific Railway Company	WCRC	3125
Union Pacific Railway Company	WCRC	3126
Union Pacific Railway Company	WCRC	3127
Union Pacific Railway Company	WCRC	3128
Union Pacific Railway Company	WCRC	3129
Union Pacific Railway Company	WCRC	3130
Union Pacific Railway Company	WCRC	3131
Union Pacific Railway Company	WCRC	3132
Union Pacific Railway Company	WCRC	3133
Union Pacific Railway Company	WCRC	3134
Union Pacific Railway Company	WCRC	3135
Union Pacific Railway Company	WCRC	3136
Union Pacific Railway Company	WCRC	3137
Union Pacific Railway Company	WCRC	3138
Union Pacific Railway Company	WCRC	3139
Union Pacific Railway Company	WCRC	3140
Union Pacific Railway Company	WCRC	3141
Union Pacific Railway Company	WCRC	3142
Union Pacific Railway Company	WCRC	3143
Union Pacific Railway Company	WCRC	3144
Union Pacific Railway Company	WCRC	3145
Union Pacific Railway Company	WCRC	3146
Union Pacific Railway Company	WCRC	3147
Union Pacific Railway Company	WCRC	3148
Union Pacific Railway Company	WCRC	3149
Union Pacific Railway Company	WCRC	3150
Union Pacific Railway Company	WCRC	3151
Union Pacific Railway Company	WCRC	3152
Union Pacific Railway Company	WCRC	3153
Union Pacific Railway Company	WCRC	3154
Union Pacific Railway Company	WCRC	3155
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Union Pacific Railway Company	WCRC	3160
Union Pacific Railway Company	WCRC	3161
Union Pacific Railway Company	WCRC	3162
Union Pacific Railway Company	WCRC	3163
Union Pacific Railway Company	WCRC	3164
Union Pacific Railway Company	WCRC	3165
Union Pacific Railway Company	WCRC	3166
Union Pacific Railway Company	WCRC	3167
Union Pacific Railway Company	WCRC	3168
Union Pacific Railway Company	WCRC	3169
Union Pacific Railway Company	WCRC	3170
Union Pacific Railway Company	WCRC	3171
Union Pacific Railway Company	WCRC	3172
Union Pacific Railway Company	WCRC	3173
Union Pacific Railway Company	WCRC	3174

[illegible]

[illegible]

<u>Lessee Name</u>	<u>Car Mark</u>	<u>Car Number</u>
Union Pacific Railway Company	WCRC	3295
Union Pacific Railway Company	WCRC	3296
Union Pacific Railway Company	WCRC	3297
Union Pacific Railway Company	WCRC	3298
Union Pacific Railway Company	WCRC	3299
Union Pacific Railway Company	WCRC	3300
Union Pacific Railway Company	WCRC	3301
Union Pacific Railway Company	WCRC	3302
Union Pacific Railway Company	WCRC	3303
Union Pacific Railway Company	WCRC	3304
Union Pacific Railway Company	WCRC	3305
Union Pacific Railway Company	WCRC	3306
Union Pacific Railway Company	WCRC	3307
Union Pacific Railway Company	WCRC	3308
Union Pacific Railway Company	WCRC	3309
Union Pacific Railway Company	WCRC	3310
Union Pacific Railway Company	WCRC	3311
Union Pacific Railway Company	WCRC	3312
Union Pacific Railway Company	WCRC	3313
Union Pacific Railway Company	WCRC	3314
Union Pacific Railway Company	WCRC	3315
Union Pacific Railway Company	WCRC	3316
Union Pacific Railway Company	WCRC	3317
Union Pacific Railway Company	WCRC	3318
Union Pacific Railway Company	WCRC	3319
Union Pacific Railway Company	WCRC	3320
Union Pacific Railway Company	WCRC	3321
Union Pacific Railway Company	WCRC	3322
Union Pacific Railway Company	WCRC	3323
Union Pacific Railway Company	WCRC	3324

[illegible]

[illegible]



**Lessee Name**

The Empire District Electric Company  
The Empire District Electric Company  
The Empire District Electric Company  
The Empire District Electric Company  
The Empire District Electric Company  
The Empire District Electric Company  
The Empire District Electric Company

**Car Mark**

EDEX  
EDEX  
EDEX  
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EDEX  
EDEX

**Car Number**

099416  
099417  
099418  
099419  
099420  
099421  
099422

[illegible]

[illegible]

[illegible]

[illegible]

Northern Indiana Public Service Company

NORX

6239

<u>Lessee Name</u>	<u>Car Mark</u>	<u>Car Number</u>
Blue Circle Inc.	BCAX	200
Blue Circle Inc.	BCAX	201
Blue Circle Inc.	BCAX	202
Blue Circle Inc.	BCAX	203
Blue Circle Inc.	BCAX	204
Blue Circle Inc.	BCAX	205
Blue Circle Inc.	BCAX	206
Blue Circle Inc.	BCAX	207
Blue Circle Inc.	BCAX	208
Blue Circle Inc.	BCAX	209
Blue Circle Inc.	BCAX	210
Blue Circle Inc.	BCAX	211
Blue Circle Inc.	BCAX	212
Blue Circle Inc.	BCAX	213
Blue Circle Inc.	BCAX	214
Blue Circle Inc.	BCAX	215
Blue Circle Inc.	BCAX	216
Blue Circle Inc.	BCAX	217
Blue Circle Inc.	BCAX	218
Blue Circle Inc.	BCAX	219
Blue Circle Inc.	BCAX	220
Blue Circle Inc.	BCAX	221
Blue Circle Inc.	BCAX	222
Blue Circle Inc.	BCAX	223
Blue Circle Inc.	BCAX	224
Blue Circle Inc.	BCAX	225
Blue Circle Inc.	BCAX	226
Blue Circle Inc.	BCAX	227
Blue Circle Inc.	BCAX	228
Blue Circle Inc.	BCAX	229
Blue Circle Inc.	BCAX	230
Blue Circle Inc.	BCAX	231
Blue Circle Inc.	BCAX	232
Blue Circle Inc.	BCAX	233
Blue Circle Inc.	BCAX	234
Blue Circle Inc.	BCAX	235
Blue Circle Inc.	BCAX	236
Blue Circle Inc.	BCAX	237
Blue Circle Inc.	BCAX	238
Blue Circle Inc.	BCAX	239
Blue Circle Inc.	BCAX	240
Blue Circle Inc.	BCAX	241
Blue Circle Inc.	BCAX	242
Blue Circle Inc.	BCAX	243
Blue Circle Inc.	BCAX	244
Blue Circle Inc.	BCAX	245
Blue Circle Inc.	BCAX	246
Blue Circle Inc.	BCAX	247
Blue Circle Inc.	BCAX	248
Blue Circle Inc.	BCAX	249
Blue Circle Inc.	BCAX	250
Blue Circle Inc.	BCAX	251
Blue Circle Inc.	BCAX	252
Blue Circle Inc.	BCAX	253
Blue Circle Inc.	BCAX	254
Blue Circle Inc.	BCAX	255
Blue Circle Inc.	BCAX	256
Blue Circle Inc.	BCAX	257
Blue Circle Inc.	BCAX	258

**Lessee Name**

Blue Circle Inc.  
Blue Circle Inc.  
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Blue Circle Inc.  
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**Car Mark**

BCAX  
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BCAX

**Car Number**

259  
260  
261  
262  
263  
264  
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267  
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270  
271  
272  
273  
274  
275



<u>Lessee Name</u>	<u>Car Mark</u>	<u>Car Number</u>
Lafarge Corporation	CEFX	81074
Lafarge Corporation	CEFX	81075
Lafarge Corporation	CEFX	81076
Lafarge Corporation	CEFX	81077
Lafarge Corporation	CEFX	81078
Lafarge Corporation	CEFX	81079
Lafarge Corporation	CEFX	81080
Lafarge Corporation	CEFX	81081
Lafarge Corporation	CEFX	81082
Lafarge Corporation	CEFX	81083
Lafarge Corporation	CEFX	81084
Lafarge Corporation	CEFX	81085
Lafarge Corporation	CEFX	81086
Lafarge Corporation	CEFX	81087
Lafarge Corporation	CEFX	81088
Lafarge Corporation	CEFX	81089
Lafarge Corporation	CEFX	81090
Lafarge Corporation	CEFX	81091
Lafarge Corporation	CEFX	81092
Lafarge Corporation	CEFX	81093
Lafarge Corporation	CEFX	81094
Lafarge Corporation	CEFX	81095
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Lafarge Corporation	CEFX	81097
Lafarge Corporation	CEFX	81098
Lafarge Corporation	CEFX	81099
Lafarge Corporation	CEFX	81100
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Lafarge Corporation	CEFX	81105
Lafarge Corporation	CEFX	81106
Lafarge Corporation	CEFX	81107
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Lafarge Corporation	CEFX	81109
Lafarge Corporation	CEFX	81110
Lafarge Corporation	CEFX	81111
Lafarge Corporation	CEFX	81112
Lafarge Corporation	CEFX	81113
Lafarge Corporation	CEFX	81114
Lafarge Corporation	CEFX	81115
Lafarge Corporation	CEFX	81116
Lafarge Corporation	CEFX	81117
Lafarge Corporation	CEFX	81118
Lafarge Corporation	CEFX	81119
Lafarge Corporation	CEFX	81120
Lafarge Corporation	CEFX	81121
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Lafarge Corporation	CEFX	81126
Lafarge Corporation	CEFX	81127
Lafarge Corporation	CEFX	81128
Lafarge Corporation	CEFX	81129
Lafarge Corporation	CEFX	81130
Lafarge Corporation	CEFX	81131
Lafarge Corporation	CEFX	81132

<u>Lessee Name</u>	<u>Car Mark</u>	<u>Car Number</u>
Lafarge Corporation	CEFX	81133
Lafarge Corporation	CEFX	81134
Lafarge Corporation	CEFX	81135
Lafarge Corporation	CEFX	81136
Lafarge Corporation	CEFX	81137
Lafarge Corporation	CEFX	81138
Lafarge Corporation	CEFX	81139
Lafarge Corporation	CEFX	81140
Lafarge Corporation	CEFX	81141
Lafarge Corporation	CEFX	81142
Lafarge Corporation	CEFX	81143
Lafarge Corporation	CEFX	81144
Lafarge Corporation	CEFX	81145
Lafarge Corporation	CEFX	81146
Lafarge Corporation	CEFX	81147
Lafarge Corporation	CEFX	81148
Lafarge Corporation	CEFX	81149
Lafarge Corporation	CEFX	81150
Lafarge Corporation	CEFX	81151
Lafarge Corporation	CEFX	81152
Lafarge Corporation	CEFX	81153
Lafarge Corporation	CEFX	81154
Lafarge Corporation	CEFX	81155
Lafarge Corporation	CEFX	81156
Lafarge Corporation	CEFX	81157
Lafarge Corporation	CEFX	81158
Lafarge Corporation	CEFX	81159
Lafarge Corporation	CEFX	81160
Lafarge Corporation	CEFX	81161
Lafarge Corporation	CEFX	81162
Lafarge Corporation	CEFX	81163
Lafarge Corporation	CEFX	81164
Lafarge Corporation	CEFX	81165
Lafarge Corporation	CEFX	81166
Lafarge Corporation	CEFX	81167
Lafarge Corporation	CEFX	81168
Lafarge Corporation	CEFX	81169
Lafarge Corporation	CEFX	81170
Lafarge Corporation	CEFX	81171
Lafarge Corporation	CEFX	81172
Lafarge Corporation	CEFX	81173

<u>Lessee Name</u>	<u>Car Mark</u>	<u>Car Number</u>
Lone Star Industries, Inc.	LCEX	350
Lone Star Industries, Inc.	LCEX	351
Lone Star Industries, Inc.	LCEX	352
Lone Star Industries, Inc.	LCEX	353
Lone Star Industries, Inc.	LCEX	354
Lone Star Industries, Inc.	LCEX	355
Lone Star Industries, Inc.	LCEX	356
Lone Star Industries, Inc.	LCEX	357
Lone Star Industries, Inc.	LCEX	358
Lone Star Industries, Inc.	LCEX	359
Lone Star Industries, Inc.	LCEX	360
Lone Star Industries, Inc.	LCEX	361
Lone Star Industries, Inc.	LCEX	362
Lone Star Industries, Inc.	LCEX	363
Lone Star Industries, Inc.	LCEX	364
Lone Star Industries, Inc.	LCEX	365
Lone Star Industries, Inc.	LCEX	366
Lone Star Industries, Inc.	LCEX	367
Lone Star Industries, Inc.	LCEX	368
Lone Star Industries, Inc.	LCEX	369
Lone Star Industries, Inc.	LCEX	370
Lone Star Industries, Inc.	LCEX	371
Lone Star Industries, Inc.	LCEX	372
Lone Star Industries, Inc.	LCEX	373
Lone Star Industries, Inc.	LCEX	374
Lone Star Industries, Inc.	LCEX	375
Lone Star Industries, Inc.	LCEX	376
Lone Star Industries, Inc.	LCEX	377
Lone Star Industries, Inc.	LCEX	378
Lone Star Industries, Inc.	LCEX	379
Lone Star Industries, Inc.	LCEX	380
Lone Star Industries, Inc.	LCEX	381
Lone Star Industries, Inc.	LCEX	382
Lone Star Industries, Inc.	LCEX	383
Lone Star Industries, Inc.	LCEX	384
Lone Star Industries, Inc.	LCEX	385
Lone Star Industries, Inc.	LCEX	386
Lone Star Industries, Inc.	LCEX	387
Lone Star Industries, Inc.	LCEX	388
Lone Star Industries, Inc.	LCEX	389
Lone Star Industries, Inc.	LCEX	390
Lone Star Industries, Inc.	LCEX	391
Lone Star Industries, Inc.	LCEX	392
Lone Star Industries, Inc.	LCEX	393
Lone Star Industries, Inc.	LCEX	394
Lone Star Industries, Inc.	LCEX	395
Lone Star Industries, Inc.	LCEX	396
Lone Star Industries, Inc.	LCEX	397
Lone Star Industries, Inc.	LCEX	398
Lone Star Industries, Inc.	LCEX	399

<u>Lessee Name</u>	<u>Car Mark</u>	<u>Car Number</u>
Alstom Transportation Inc.	ATW	80000
Alstom Transportation Inc.	ATW	80001
Alstom Transportation Inc.	ATW	80002
Alstom Transportation Inc.	ATW	80003
Alstom Transportation Inc.	ATW	80004
Alstom Transportation Inc.	ATW	80005
Alstom Transportation Inc.	ATW	80006
Alstom Transportation Inc.	ATW	80007
Alstom Transportation Inc.	ATW	80008
Alstom Transportation Inc.	ATW	80009
Alstom Transportation Inc.	ATW	80010
Alstom Transportation Inc.	ATW	80011
Alstom Transportation Inc.	ATW	80012
Alstom Transportation Inc.	ATW	80013
Alstom Transportation Inc.	ATW	80014
Alstom Transportation Inc.	ATW	80015
Alstom Transportation Inc.	ATW	80016
Alstom Transportation Inc.	ATW	80017
Alstom Transportation Inc.	ATW	80018
Alstom Transportation Inc.	ATW	80019
Alstom Transportation Inc.	ATW	80020
Alstom Transportation Inc.	ATW	80021
Alstom Transportation Inc.	ATW	80022
Alstom Transportation Inc.	ATW	80023
Alstom Transportation Inc.	ATW	80024
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Alstom Transportation Inc.	ATW	80031
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Alstom Transportation Inc.	ATW	80041
Alstom Transportation Inc.	ATW	80042
Alstom Transportation Inc.	ATW	80043
Alstom Transportation Inc.	ATW	80044
Alstom Transportation Inc.	ATW	80045
Alstom Transportation Inc.	ATW	80046
Alstom Transportation Inc.	ATW	80047
Alstom Transportation Inc.	ATW	80048
Alstom Transportation Inc.	ATW	80049
Alstom Transportation Inc.	ATW	80050
Alstom Transportation Inc.	ATW	80051
Alstom Transportation Inc.	ATW	80052
Alstom Transportation Inc.	ATW	80053
Alstom Transportation Inc.	ATW	80054
Alstom Transportation Inc.	ATW	80055
Alstom Transportation Inc.	ATW	80056
Alstom Transportation Inc.	ATW	80057
Alstom Transportation Inc.	ATW	80058

<u>Lessee Name</u>	<u>Car Mark</u>	<u>Car Number</u>
Alstom Transportation Inc.	ATW	80059
Alstom Transportation Inc.	ATW	80060
Alstom Transportation Inc.	ATW	80061
Alstom Transportation Inc.	ATW	80062
Alstom Transportation Inc.	ATW	80063
Alstom Transportation Inc.	ATW	80064
Alstom Transportation Inc.	ATW	80065
Alstom Transportation Inc.	ATW	80066
Alstom Transportation Inc.	ATW	80067
Alstom Transportation Inc.	ATW	80068
Alstom Transportation Inc.	ATW	80069
Alstom Transportation Inc.	ATW	80070
Alstom Transportation Inc.	ATW	80071
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Alstom Transportation Inc.	ATW	80073
Alstom Transportation Inc.	ATW	80074
Alstom Transportation Inc.	ATW	80075
Alstom Transportation Inc.	ATW	80076
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Alstom Transportation Inc.	ATW	80078
Alstom Transportation Inc.	ATW	80079
Alstom Transportation Inc.	ATW	80080
Alstom Transportation Inc.	ATW	80081
Alstom Transportation Inc.	ATW	80082
Alstom Transportation Inc.	ATW	80083
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Alstom Transportation Inc.	ATW	80087
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Alstom Transportation Inc.	ATW	80089
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Alstom Transportation Inc.	ATW	80095
Alstom Transportation Inc.	ATW	80096
Alstom Transportation Inc.	ATW	80097
Alstom Transportation Inc.	ATW	80098
Alstom Transportation Inc.	ATW	80099
Alstom Transportation Inc.	ATW	80100
Alstom Transportation Inc.	ATW	80101
Alstom Transportation Inc.	ATW	80102
Alstom Transportation Inc.	ATW	80103
Alstom Transportation Inc.	ATW	80104
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Alstom Transportation Inc.	ATW	80107
Alstom Transportation Inc.	ATW	80108
Alstom Transportation Inc.	ATW	80109
Alstom Transportation Inc.	ATW	80110
Alstom Transportation Inc.	ATW	80111
Alstom Transportation Inc.	ATW	80112
Alstom Transportation Inc.	ATW	80113
Alstom Transportation Inc.	ATW	80114
Alstom Transportation Inc.	ATW	80115
Alstom Transportation Inc.	ATW	80116
Alstom Transportation Inc.	ATW	80117
Alstom Transportation Inc.	ATW	80118
Alstom Transportation Inc.	ATW	80119

<u>Lessee Name</u>	<u>Car Mark</u>	<u>Car Number</u>
Alstom Transportation Inc.	ATW	80120
Alstom Transportation Inc.	ATW	80121
Alstom Transportation Inc.	ATW	80122
Alstom Transportation Inc.	ATW	80123
Alstom Transportation Inc.	ATW	80124
Alstom Transportation Inc.	ATW	80125
Alstom Transportation Inc.	ATW	80126
Alstom Transportation Inc.	ATW	80127
Alstom Transportation Inc.	ATW	80128
Alstom Transportation Inc.	ATW	80129
Alstom Transportation Inc.	ATW	80130
Alstom Transportation Inc.	ATW	80131
Alstom Transportation Inc.	ATW	80132
Alstom Transportation Inc.	ATW	80133
Alstom Transportation Inc.	ATW	80134
Alstom Transportation Inc.	ATW	80135
Alstom Transportation Inc.	ATW	80136
Alstom Transportation Inc.	ATW	80137
Alstom Transportation Inc.	ATW	80138
Alstom Transportation Inc.	ATW	80139
Alstom Transportation Inc.	ATW	80140
Alstom Transportation Inc.	ATW	80141
Alstom Transportation Inc.	ATW	80142
Alstom Transportation Inc.	ATW	80143
Alstom Transportation Inc.	ATW	80144
Alstom Transportation Inc.	ATW	80145
Alstom Transportation Inc.	ATW	80146
Alstom Transportation Inc.	ATW	80147
Alstom Transportation Inc.	ATW	80148
Alstom Transportation Inc.	ATW	80149
Alstom Transportation Inc.	ATW	80150
Alstom Transportation Inc.	ATW	80151
Alstom Transportation Inc.	ATW	80152
Alstom Transportation Inc.	ATW	80153
Alstom Transportation Inc.	ATW	80154
Alstom Transportation Inc.	ATW	80155
Alstom Transportation Inc.	ATW	80156
Alstom Transportation Inc.	ATW	80157
Alstom Transportation Inc.	ATW	80158
Alstom Transportation Inc.	ATW	80159
Alstom Transportation Inc.	ATW	80160
Alstom Transportation Inc.	ATW	80161
Alstom Transportation Inc.	ATW	80162
Alstom Transportation Inc.	ATW	80163
Alstom Transportation Inc.	ATW	80164
Alstom Transportation Inc.	ATW	80165
Alstom Transportation Inc.	ATW	80166
Alstom Transportation Inc.	ATW	80167
Alstom Transportation Inc.	ATW	80168
Alstom Transportation Inc.	ATW	80169
Alstom Transportation Inc.	ATW	80170
Alstom Transportation Inc.	ATW	80171
Alstom Transportation Inc.	ATW	80172
Alstom Transportation Inc.	ATW	80173
Alstom Transportation Inc.	ATW	80174
Alstom Transportation Inc.	ATW	80175
Alstom Transportation Inc.	ATW	80176
Alstom Transportation Inc.	ATW	80177
Alstom Transportation Inc.	ATW	80178
Alstom Transportation Inc.	ATW	80179
Alstom Transportation Inc.	ATW	80180

<u>Lessee Name</u>	<u>Car Mark</u>	<u>Car Number</u>
Alstom Transportation Inc.	ATW	80181
Alstom Transportation Inc.	ATW	80182
Alstom Transportation Inc.	ATW	80183
Alstom Transportation Inc.	ATW	80184
Alstom Transportation Inc.	ATW	80185
Alstom Transportation Inc.	ATW	80186
Alstom Transportation Inc.	ATW	80187
Alstom Transportation Inc.	ATW	80188
Alstom Transportation Inc.	ATW	80189
Alstom Transportation Inc.	ATW	80190
Alstom Transportation Inc.	ATW	80191
Alstom Transportation Inc.	ATW	80192
Alstom Transportation Inc.	ATW	80193
Alstom Transportation Inc.	ATW	80194
Alstom Transportation Inc.	ATW	80195
Alstom Transportation Inc.	ATW	80196
Alstom Transportation Inc.	ATW	80197
Alstom Transportation Inc.	ATW	80198
Alstom Transportation Inc.	ATW	80199
Alstom Transportation Inc.	ATW	80200
Alstom Transportation Inc.	ATW	80201
Alstom Transportation Inc.	ATW	80202
Alstom Transportation Inc.	ATW	80203
Alstom Transportation Inc.	ATW	80204
Alstom Transportation Inc.	ATW	80205
Alstom Transportation Inc.	ATW	80206
Alstom Transportation Inc.	ATW	80207
Alstom Transportation Inc.	ATW	80208
Alstom Transportation Inc.	ATW	80209
Alstom Transportation Inc.	ATW	80210
Alstom Transportation Inc.	ATW	80211
Alstom Transportation Inc.	ATW	80212
Alstom Transportation Inc.	ATW	80213
Alstom Transportation Inc.	ATW	80214
Alstom Transportation Inc.	ATW	80215
Alstom Transportation Inc.	ATW	80216
Alstom Transportation Inc.	ATW	80217
Alstom Transportation Inc.	ATW	80218
Alstom Transportation Inc.	ATW	80219
Alstom Transportation Inc.	ATW	80220
Alstom Transportation Inc.	ATW	80221
Alstom Transportation Inc.	ATW	80222
Alstom Transportation Inc.	ATW	80223
Alstom Transportation Inc.	ATW	80224
Alstom Transportation Inc.	ATW	80225
Alstom Transportation Inc.	ATW	80226
Alstom Transportation Inc.	ATW	80227
Alstom Transportation Inc.	ATW	80228
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Alstom Transportation Inc.	ATW	80231
Alstom Transportation Inc.	ATW	80232
Alstom Transportation Inc.	ATW	80233
Alstom Transportation Inc.	ATW	80234
Alstom Transportation Inc.	ATW	80235
Alstom Transportation Inc.	ATW	80236
Alstom Transportation Inc.	ATW	80237
Alstom Transportation Inc.	ATW	80238
Alstom Transportation Inc.	ATW	80239

<u>Lessee Name</u>	<u>Car Mark</u>	<u>Car Number</u>
Alstom Transportation Inc.	ATW	80240
Alstom Transportation Inc.	ATW	80241
Alstom Transportation Inc.	ATW	80242
Alstom Transportation Inc.	ATW	80243
Alstom Transportation Inc.	ATW	80244
Alstom Transportation Inc.	ATW	80245
Alstom Transportation Inc.	ATW	80246
Alstom Transportation Inc.	ATW	80247
Alstom Transportation Inc.	ATW	80248
Alstom Transportation Inc.	ATW	80249
Alstom Transportation Inc.	ATW	80250
Alstom Transportation Inc.	ATW	80251
Alstom Transportation Inc.	ATW	80252
Alstom Transportation Inc.	ATW	80253
Alstom Transportation Inc.	ATW	80254
Alstom Transportation Inc.	ATW	80255
Alstom Transportation Inc.	ATW	80256
Alstom Transportation Inc.	ATW	80257
Alstom Transportation Inc.	ATW	80258
Alstom Transportation Inc.	ATW	80259
Alstom Transportation Inc.	ATW	80260
Alstom Transportation Inc.	ATW	80261
Alstom Transportation Inc.	ATW	80262
Alstom Transportation Inc.	ATW	80263
Alstom Transportation Inc.	ATW	80264
Alstom Transportation Inc.	ATW	80265
Alstom Transportation Inc.	ATW	80266
Alstom Transportation Inc.	ATW	80267
Alstom Transportation Inc.	ATW	80268
Alstom Transportation Inc.	ATW	80269
Alstom Transportation Inc.	ATW	80270
Alstom Transportation Inc.	ATW	80271
Alstom Transportation Inc.	ATW	80272
Alstom Transportation Inc.	ATW	80273
Alstom Transportation Inc.	ATW	80274
Alstom Transportation Inc.	ATW	80275
Alstom Transportation Inc.	ATW	80276
Alstom Transportation Inc.	ATW	80277
Alstom Transportation Inc.	ATW	80278
Alstom Transportation Inc.	ATW	80279
Alstom Transportation Inc.	ATW	80280
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Alstom Transportation Inc.	ATW	80295
Alstom Transportation Inc.	ATW	80296
Alstom Transportation Inc.	ATW	80297
Alstom Transportation Inc.	ATW	80298
Alstom Transportation Inc.	ATW	80299



[illegible]

[illegible]

Virginia Electric and Power Company  
Virginia Electric and Power Company

CEFX  
CEFX

62860  
62861

[illegible]

<u>Lessee Name</u>	<u>Car Mark</u>	<u>Car Number</u>
Lafarge Corporation	CEFX	95071
Lafarge Corporation	CEFX	95094
Lafarge Corporation	CEFX	95095
Lafarge Corporation	CEFX	95096
Lafarge Corporation	CEFX	95100
Lafarge Corporation	CEFX	95105
Lafarge Corporation	CEFX	95106
Lafarge Corporation	CEFX	95107
Lafarge Corporation	CEFX	95108
Lafarge Corporation	CEFX	95109
Lafarge Corporation	CEFX	95110
Lafarge Corporation	CEFX	95111
Lafarge Corporation	CEFX	95112
Lafarge Corporation	CEFX	95113
Lafarge Corporation	CEFX	95114
Lafarge Corporation	CEFX	95115
Lafarge Corporation	CEFX	95116
Lafarge Corporation	CEFX	95117
Lafarge Corporation	CEFX	95120
Lafarge Corporation	CEFX	95121
Lafarge Corporation	CEFX	95122
Lafarge Corporation	CEFX	95123
Lafarge Corporation	CEFX	95124
Lafarge Corporation	CEFX	95125
Lafarge Corporation	CEFX	95127
Lafarge Corporation	CEFX	95132
Lafarge Corporation	CEFX	95134
Lafarge Corporation	CEFX	95135
Lafarge Corporation	CEFX	95136
Lafarge Corporation	CEFX	95137
Lafarge Corporation	CEFX	95138
Lafarge Corporation	CEFX	95140
Lafarge Corporation	CEFX	95141
Lafarge Corporation	CEFX	95143
Lafarge Corporation	CEFX	95144

<u>Lessee Name</u>	<u>Car Mark</u>	<u>Car Number</u>
Lafarge Corporation	CEFX	95622
Lafarge Corporation	CEFX	95623
Lafarge Corporation	CEFX	95624
Lafarge Corporation	CEFX	95628
Lafarge Corporation	CEFX	95629
Lafarge Corporation	CEFX	95630
Lafarge Corporation	CEFX	95631
Lafarge Corporation	CEFX	95632
Lafarge Corporation	CEFX	95633
Lafarge Corporation	CEFX	95634
Lafarge Corporation	CEFX	95636
Lafarge Corporation	CEFX	95637
Lafarge Corporation	CEFX	95638
Lafarge Corporation	CEFX	95369
Lafarge Corporation	CEFX	95642
Lafarge Corporation	CEFX	95644
Lafarge Corporation	CEFX	95666
Lafarge Corporation	CEFX	95667
Lafarge Corporation	CEFX	95668
Lafarge Corporation	CEFX	95671
Lafarge Corporation	CEFX	95672
Lafarge Corporation	CEFX	95675
Lafarge Corporation	CEFX	95676
Lafarge Corporation	CEFX	95712
Lafarge Corporation	CEFX	95713
Lafarge Corporation	CEFX	95714
Lafarge Corporation	CEFX	95715
Lafarge Corporation	CEFX	95717
Lafarge Corporation	CEFX	95718
Lafarge Corporation	CEFX	95719

[illegible]

Northern and Santa Fe Railway Company)



[illegible]

Northern and Santa Fe Railway Company)

[illegible]

Northern and Santa Fe Railway Company)

[illegible]

Northern and Santa Fe Railway Company)

[illegible]

Northern and Santa Fe Railway Company)



[illegible]

Northern and Santa Fe Railway Company)

<u>Lessee Name</u>	<u>Car Mark</u>	<u>Car Number</u>
The CIT Group/Equipment Financing, Inc. (sublessee The Burlington Northern and Santa Fe Railway Company)	BNSF	519386
The CIT Group/Equipment Financing, Inc. (sublessee The Burlington Northern and Santa Fe Railway Company)	BNSF	519387
The CIT Group/Equipment Financing, Inc. (sublessee The Burlington Northern and Santa Fe Railway Company)	BNSF	519388
The CIT Group/Equipment Financing, Inc. (sublessee The Burlington Northern and Santa Fe Railway Company)	BNSF	519389
The CIT Group/Equipment Financing, Inc. (sublessee The Burlington Northern and Santa Fe Railway Company)	BNSF	519390
The CIT Group/Equipment Financing, Inc. (sublessee The Burlington Northern and Santa Fe Railway Company)	BNSF	519391
The CIT Group/Equipment Financing, Inc. (sublessee The Burlington Northern and Santa Fe Railway Company)	BNSF	519392
The CIT Group/Equipment Financing, Inc. (sublessee The Burlington Northern and Santa Fe Railway Company)	BNSF	519393
The CIT Group/Equipment Financing, Inc. (sublessee The Burlington Northern and Santa Fe Railway Company)	BNSF	519394
The CIT Group/Equipment Financing, Inc. (sublessee The Burlington Northern and Santa Fe Railway Company)	BNSF	519395
The CIT Group/Equipment Financing, Inc. (sublessee The Burlington Northern and Santa Fe Railway Company)	BNSF	519396
The CIT Group/Equipment Financing, Inc. (sublessee The Burlington Northern and Santa Fe Railway Company)	BNSF	519397
The CIT Group/Equipment Financing, Inc. (sublessee The Burlington Northern and Santa Fe Railway Company)	BNSF	519398
The CIT Group/Equipment Financing, Inc. (sublessee The Burlington Northern and Santa Fe Railway Company)	BNSF	519399

## Exhibit B

### Leases

#### Lease 1 – LaFarge #1

Master Net Railcar Lease made as of July 9, 2001, between The CIT Group/Equipment Financing, Inc. and LaFarge Corporation.

Rider A to Master Net Railcar Lease dated as of July 9, 2001, between The CIT Group/Equipment Financing, Inc. and LaFarge Corporation.

Schedule No. 01 to Master Net Railcar Lease, dated as of July 9, 2001, made as of July 18, 2001, between The CIT Group/Equipment Financing, Inc. and LaFarge Corporation.

Memorandum of Railcar Lease dated as of the 18<sup>th</sup> day of July 2001, made by The CIT Group/Equipment Financing, Inc. and LaFarge Corporation.

#### Lease 2 – Lone Star

Master Net Railcar Lease made as of June 26, 2001, between The CIT Group/Equipment Financing, Inc. and Lone Star Industries, Inc.

Rider A to Master Net Railcar Lease dated as of June 26, 2001, between The CIT Group/Equipment Financing, Inc. and Lone Star Industries, Inc.

Schedule No. 01 to Master Net Railcar Lease made as of June 26, 2001, between The CIT Group/Equipment Financing, Inc. and Lone Star Industries, Inc.

Memorandum of Railcar Lease dated as of the 26<sup>th</sup> day of June 2001, made by The CIT Group/Equipment Financing, Inc. and Lone Star Industries, Inc.

#### Lease 3 - ALSTOM

Master Net Railcar Lease made as of March 31, 2001, between The CIT Group/Equipment Financing, Inc. and ALSTOM Transportation Inc.

Rider A to Master Net Railcar Lease dated as of March 31, 2001, between The CIT Group/Equipment Financing, Inc. and ALSTOM Transportation Inc.

Schedule No. 01 to Master Net Railcar Lease dated as of March 31, 2001, between The CIT Group/Equipment Financing, Inc. and ALSTOM Transportation Inc.

Memorandum of Railcar Lease dated as of the 31<sup>st</sup> day of March, 2001, made by The CIT Group/Equipment Financing, Inc. and ALSTOM Transportation Inc.

Lease 4 - VEPC

Master Railcar Lease made as of May 1, 2001, between The CIT Group/Equipment Financing, Inc. and Virginia Electric and Power Company.

Rider A to Master Railcar Lease dated as of May 1, 2001, between The CIT Group/Equipment Financing, Inc. and Virginia Electric and Power Company.

Schedule No. 02 to Master Railcar Lease made as of May 29, 2001, between The CIT Group/Equipment Financing, Inc. and Virginia Electric and Power Company, as it relates to the Equipment described in Schedule 2 hereto.

Memorandum of Railcar Lease dated as of the 29<sup>th</sup> day of May, 2001, made by The CIT Group/Equipment Financing, Inc. and Virginia Electric and Power Company.

Order Granting Authority to Lease Rail Equipment dated as of July 24, 2001, filed by Virginia Electric and Power Company.

Lease 5 – LaFarge #2

Master Railcar Lease made as of June 23, 2000, effective as of July 1, 1999, between The CIT Group/Equipment Financing, Inc. and LaFarge Corporation.

Rider A to Master Railcar Lease dated as of June 23, 2000, between The CIT Group/Equipment Financing, Inc. and LaFarge Corporation.

Schedule No. 03 to Master Railcar Lease, dated as of June 23, 2000, made as of August 10, 2000, between The CIT Group/Equipment Financing, Inc. and LaFarge Corporation.

Lease Extension Certificate for the Period of April 1, 2001 through March 31, 2008, entered into as of April 30, 2001, effective as of April 1, 2001, between The CIT Group/Equipment Financing, Inc. and LaFarge Corporation.

Memorandum of Lease dated as of the 10<sup>th</sup> day of August, 2000, made by The CIT Group/Equipment Financing, Inc. and LaFarge Corporation.

Lease 6 – LaFarge #3

Master Railcar Lease made as of June 23, 2000, effective as of July 1, 1999, between The CIT Group/Equipment Financing, Inc. and LaFarge Corporation

Rider A to Master Railcar Lease dated as of June 23, 2000, between The CIT Group/Equipment Financing, Inc. and LaFarge Corporation.

Schedule No. 05 to Master Railcar Lease, dated as of June 23, 2000, made as of May 9, 2001, between The CIT Group/Equipment Financing, Inc. and LaFarge Corporation.

Memorandum of Railcar Lease dated as of the 9<sup>th</sup> day of May 2001, made by The CIT Group/Equipment Financing, Inc. and LaFarge Corporation

Lease 7 - BNSF

Master Railcar Lease made as of October 31, 1997, between The CIT Group/Equipment Financing, Inc. and The Burlington Northern and Santa Fe Railway Company.

Rider A to Master Railcar Lease dated as of October 31, 1997, between The CIT Group/Equipment Financing, Inc. and The Burlington Northern and Santa Fe Railway Company

Schedule No. 01 to Master Railcar Lease made as of October 31, 1997, between The CIT Group/Equipment Financing, Inc. and The Burlington Northern and Santa Fe Railway Company.

Lease Extension Certificate for the Period of February 1, 2000 through January 31, 2010, entered into as of February 8, 2000, effective as of February 1, 2000, between The CIT Group/Equipment Financing, Inc. and The Burlington Northern and Santa Fe Railway Company.

Memorandum of Lease Extension dated as of the 8<sup>th</sup> day of February, 2000, made by The CIT Group/Equipment Financing, Inc. and The Burlington Northern and Santa Fe Railway Company.

Memorandum of Railcar Lease dated as of the 31<sup>st</sup> day of October, 1997, made by The CIT Group/Equipment Financing, Inc. and The Burlington Northern and Santa Fe Railway Company.

Lease No. 1 – CPLC

Railcar Equipment Lease dated as of November 24, 1997, between Bank Austria Creditanstalt Holdings Corporation f/k/a Creditanstalt Holdings Corporation ("BACHC") (as assignee of JAIX Leasing Company) and Central Power and Light Company ("CPLC").

Rider 1 to Railcar Equipment Lease dated November 24, 1997, between BACHC (as assignee of JAIX Leasing Company) and CPLC.

Memorandum of Lease Agreement made as of November 24, 1997, between JAIX Leasing Company and CPLC.

Certificate of Acceptance dated as of November 24, 1997, covering 120 CSWX 7361 - CSWX 7480 New 286,000 GRL Aluminum Rotary Gondolas.

Warranty Assignment dated as of December 24, 1997, between JAIX Leasing Company and BACHC.

Notice and Acknowledgment dated as of December 24, 1997, among JAIX Leasing Company, BACHC, and CPLC.

Bill of Sale dated as of December 24, 1997, by JAIX Leasing Company in favor of BACHC.

Assignment and Assumption Agreement made as of December 24, 1997, between JAIX Leasing Company and BACHC.

Lease No. 2 – UPRR

Lease Agreement dated as of the 20<sup>th</sup> day of June, 1989, between BACHC (as assignee of Mitsui Leasing Capital Corporation f/k/a Mitsui Nevitt Capital Corporation ("Mitsui"), as assignee of Greenbrier Leasing Corporation ("Greenbrier")) and Union Pacific Railroad Company (f/k/a Southern Pacific Transportation Company) ("UPRR").

First Amendment to Lease Agreement dated as of December 15, 1989, between BACHC (as assignee of Mitsui, as assignee of Greenbrier) and UPRR.

Memorandum of Assignment of Lease dated as of December 15, 1989, between BACHC (as assignee of Mitsui) and Greenbrier.

Surface Transportation Board recordation of Assignment dated as of June 1, 1998, between Mitsui and BACHC, recordation number 16584-B, Washington, D.C.

Letter notification re: Lease Assignment dated as of December 15, 1989, by Greenbrier, consented to by UPRR and accepted by Mitsui.

Letter notification re: Lease Agreement assignment dated as of June 1, 1998, by Mitsui, consented to by UPRR and accepted by BACHC.

Railcar Management Agreement dated as of December 15, 1989 between BACHC (as assignee of Mitsui and Greenbrier.

Bill of Sale dated as of the 1<sup>st</sup> day of June, 1998, by Mitsui in favor of BACHC.

Assignment and Agreement dated as of December 15, 1989 between BACHC (as assignee of Mitsui and Greenbrier.

Assignment dated as of June 1, 1998, between Mitsui and BACHC.

Lease No. 3 - Empire

Railcar Equipment Lease dated as of June 25, 1999, between BACHC and The Empire District Electric Company ("Empire").

Rider 1 to Railcar Equipment Lease dated as of June 25, 1999, between BACHC and Empire.

Memorandum of Lease Agreement made as of June 25, 1999, between BACHC and Empire.

Certificate of Acceptance dated as of June 25, 1999, covering 125 Aluminum BethGon Coalporter open top gondola cars.

Surface Transportation Board recordation of Memorandum of Lease Agreement made as of June 25, 1999, between BACHC and Empire, recordation number 22211, Washington D.C.

UCC Financing Statement covering 125 Aluminum Bethgon Coalporter open top gondola railcars filed in the State of Kansas.

UCC Financing Statement covering 125 Aluminum Bethgon Coalporter open top gondola railcars filed in the State of Missouri.

Agreement Regarding Certain Matters dated as of June 25, 1999, between BACHC, Empire, and Helm Financial Corporation.

Railcar Manufacturing Agreement made as of April 1, 1999, between Johnstown America Corporation and Helm Financial Corporation.

Bill of Sale dated as of the 25<sup>th</sup> day of June, 1999, by Helm Financial Corporation in favor of BACHC.

Partial Assignment dated June 25, 1999, between Helm Financial Corporation and BACHC.



Lease No. 4 - NIPSCO

Railcar Equipment Lease dated as of August 27, 1999, between BACHC and Northern Indiana Public Service Company ("NIPSCO").

Rider 1 to Railcar Equipment Lease dated as of August 27, 1999, between BACHC and NIPSCO.

Rider 2 to Railcar Equipment Lease dated as of August 31, 1999, between BACHC and NIPSCO.

Memorandum of Lease Agreement made as of August 27, 1999, between BACHC and NIPSCO.

Memorandum of Lease Agreement made as of August 31, 1999, between BACHC and NIPSCO.

Certificate of Acceptance dated as of August 27, 1999, covering 120 Aluminum Bethagon Coalporters manufactured by Johnstown America Corporation, reporting marks NORX 6000 through NORX 6119 inclusive.

Certificate of Acceptance dated as of August 31, 1999, covering 120 Aluminum Bethagon Coalporters manufactured by Johnstown America Corporation, reporting marks NORX 6120 through NORX 6239.

UCC Financing Statement covering 240 aluminum Bethgon Coalporters manufactured by Johnstown America Corporation filed in the State of Indiana.

Railcar Manufacturing Agreement made as of August 23, 1999, between Johnstown America Corporation and BACHC.

Warranty Bill of Sale dated as of August 27, 1999, between Johnstown America Corporation and BACHC.

Warranty Bill of Sale dated as of August 31, 1999, between Johnstown America Corporation and BACHC.

Lease No. 5 - BCI

Railcar Equipment Lease dated as of July 10, 2000, between BACHC and Blue Circle Inc. ("BCI").

Lease Supplement No. 1 to Railcar Equipment Lease dated as of July 10, 2000, between BACHC and BCI.

Memorandum of Lease Agreement made as of July 10, 2000, between BACHC and BCI d/b/a Blue Circle Cement

Certificate of Acceptance dated as of July 10, 2000, covering 76 New 3281 cubic foot twin covered hopper railcars manufactured by Trinity Industries, Inc., reporting marks BCAX 200 – BCAX 275 inclusive.

Surface Transportation Board, recordation of 76 railcars BCAX 200 – BCAX 275, Washington D.C.

UCC Financing Statement covering twin covered hopper cars manufactured by Trinity Industries, Inc. filed in the states of Alabama.

UCC Financing Statement covering twin covered hopper cars manufactured by Trinity Industries, Inc. filed in the states of Georgia.

Consent and Agreement dated as of the 10<sup>th</sup> of July, 2000 by Trinity Industries, Inc. and BCI.

Bill of Sale dated as of July 6, 2000, by Trinity Industries, Inc. in favor of BACHC.

Assignment of Purchase Agreement dated as of July 10, 2000, between BCI and BACHC.

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 12/20/01

  
\_\_\_\_\_  
Robert W. Alvord